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UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

ORACLE USA, INC., a Colorado corporation;
ORACLE AMERICA, INC., a Delaware
corporation; and ORACLE INTERNATIONAL
CORPORATION, a California corporation,

Plaintiffs,

v.

RIMINI STREET, INC., a Nevada corporation;
SETH RAVIN, an individual,

Defendants.

Case No 2:10-cv-0106-LRH-PAL

**DECLARATION OF MARK
FALLON IN SUPPORT OF
ORACLE'S SECOND MOTION FOR
PARTIAL SUMMARY JUDGMENT**

Judge: Hon. Larry R. Hicks

1 I, Mark Fallon, declare as follows:

2 1. I am a Software Architect for Plaintiff Oracle America, Inc. I have
3 personal knowledge of the facts set forth in this declaration and would competently testify to
4 them if called upon to do so.

5 2. I have been an employee of Oracle America, Inc., or of its predecessors
6 and related entities, (collectively, “Oracle”) since August 1999. Since I began at Oracle, I have
7 developed and managed development of various aspects of Oracle’s Relational Database
8 Management Software product (“Oracle Database”). I have reviewed code, modified code,
9 worked on new features and functionality and have been personally involved in architectural
10 decision-making for many versions of Oracle Database, including versions 8i (8.1.6), 9i Release
11 2 (9.2), 10g Release 1 (10.1), 10g Release 2 (10.2), 11g Release 1 (11.1), and 11g Release 2
12 (11.2). My references below to Oracle Database include these six releases, together with
13 revisions and patches to those releases.

14 3. Oracle Database is a very large and complex product, comprising millions
15 of lines of code, that has resulted from the creative efforts of thousands of developers, including
16 my own. It is the industry-leading tool for the storage, organization and retrieval of enterprise
17 data. In creating this product, Oracle’s developers implemented the overall product architecture,
18 designed the user interface, and designed the querying, reporting and information storage
19 technologies. Oracle Database overall, then, is the result of millions of choices made by
20 thousands of individual developers, because there are nearly limitless ways to create programs
21 such as Oracle Database that store, organize and retrieve data.

22 4. I am personally familiar with the way Oracle created each new version of
23 Oracle Database software since before version 8.1.6. To create a new version of Oracle
24 Database software, Oracle began with a copy of the latest code—source code and database
25 schema—from the immediately prior version. Thus, Oracle incorporated the software in its
26 entirety from the earlier version of Oracle Database into each subsequent version, with only
27 small portions of that earlier software being modified or replaced.

28 5. The first production release of Oracle Database 8.1.6 was made available

1 to the public in December 1999. To create Oracle Database 8.1.7.0.0, Oracle began with a copy
2 of the source code and schema for version 8.1.6. Likewise, Oracle created versions 8.1.7.4.0 and
3 8.1.7.4.1 with copies of the source code and schema from version 8.1.7.0.0. Oracle Database
4 9.2.0.1.0 was first made available to customers in May 2002; this was the first production release
5 of 9.2. To create Oracle Database 9.2.0.2.0, Oracle began with a copy of the source code and
6 schema for version 9.2.0.1. Similarly, Oracle Database versions 9.2.0.3.0 through 9.2.0.8.0
7 were, in each case, created by beginning with a copy of the code for the prior patch set version,
8 9.2.0.2.0 through 9.2.0.7.0, respectively.

9 6. The first production release for Oracle Database 10g Release 1 was
10 version 10.1.0.2, which was first made available to the public in February 2004. To create
11 Oracle Database 10.1.0.3.0, Oracle began with a copy of the source code and schema for version
12 10.1.0.2. Likewise, Oracle used 10.1.0.3.0 to create version 10.1.0.4.0, which it used to create
13 version 10.1.0.4.2. Oracle Database 10g Release 2 was first made available to customers in July
14 2005 as version 10.2.0.1.0; this was the first production release of 10.2. To create Oracle
15 Database 10.2.0.2.0, Oracle began with a copy of the source code and schema for version
16 10.2.0.1.0. Similarly, Oracle created Oracle Database versions 10.2.0.3.0 through 10.2.0.5.0
17 beginning with a copy of the code for the prior patch set version, 10.2.0.2.0 through 10.2.0.4.0,
18 respectively.

19 7. Oracle first released Oracle Database 11g Release 1 for production in July
20 2007 as version 11.1.0.6.0. To create Oracle Database 11.1.0.7.0, Oracle began with a copy of
21 the source code and schema for version 11.1.0.6.0. Oracle first released Oracle Database 11g
22 Release 2 for production in September 2009 as version 11.2.0.1.0. Oracle created versions
23 11.2.0.2.0 and 11.2.0.3.0 beginning with a copy of the source code and schema for version
24 11.2.0.1.0.

25 8. In creating each of the minor versions and patch sets described above,
26 based on my overall knowledge of the development procedures for Oracle Database, only a very
27 small part of the code from the earlier version of Oracle Database was modified or replaced. In
28 my estimation, and based on my personal knowledge that Oracle rarely deleted features and

1 functionality from one version of Oracle Database to another. Thus, almost all of the code from
2 Oracle Database 8.1.6 is present in Oracle Database versions 8.1.7.0.0 through 8.1.7.4.1; almost
3 all the code from Oracle Database 9.2.0.1.0 is present in 9.2.0.2.0 through 9.2.0.8.0; almost all
4 the code from Oracle Database 10.1.0.2 is present in versions 10.2.0.2.0 through 10.1.0.4.2;
5 almost all the code from 10.2.0.1.0 is present in versions 10.2.0.2.0 through 10.2.0.4.0; almost all
6 the code from 11.1.0.6.0 is present in version 11.1.0.7.0, and almost all the code from 11.2.0.1.0
7 is present in versions 11.2.0.2.0 and 11.2.0.3.0.

8 9. I have installed Oracle Database from a CD, DVD or downloaded
9 executable file numerous times, and I have personal knowledge of the results of such
10 installations. When Oracle Database is installed from a CD, DVD or downloaded executable
11 file, a copy of the entire Oracle Database software is installed. An installation of Oracle
12 Database includes nearly 100% of the code (as scripts or binary code), including database
13 schema.

14 10. Someone who makes a copy of Oracle Database reproduces Oracle's
15 database schema, which includes system tables and views, fields and the relationships between
16 tables. System tables and views include USER_INDEXES, which lists database indexes owned
17 by the current database user. Fields include INDEX_NAME, which holds the names of database
18 indexes. Developers have the ability to name tables and fields whatever they might choose; table
19 and field names are the results of their creative choices. Developers can also choose whether to
20 solve a problem by adding fields to an existing table or whether instead to create a new, related
21 table. The structures of the tables and fields, and the relationships between tables, are the result
22 of creative choices made by thousands of Oracle developers, subject to loose guidelines that have
23 developed on the Oracle Database team over time. I regularly make these types of choices with
24 respect to the development of Oracle Database.

25 11. Someone who makes a copy of Oracle Database also reproduces the
26 programs, functions, subroutines, and program variables contained within Oracle Database
27 (either as compiled code or as source code). The names of, relationships between and structures
28 of these programs, functions, subroutines, and program variables are the result of creative

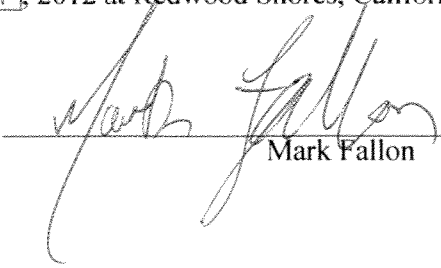
1 choices made by hundreds of Oracle developers, subject to loose guidelines that have developed
2 on the Oracle Database team over time. Within these guidelines, developers can choose
3 whatever names for programs, functions, subroutines, and program variables that they wish, and
4 can structure these sections however they wish. I regularly make these types of choices with
5 respect to the development of Oracle Database.

6 12. Because developers have so much creative license in how to name and
7 structure their code, individual developers often have their own style. In addition to structural
8 choices like those discussed above, developers have tremendous leeway in their use of
9 comments, whitespace, and names, because these stylistic choices generally do not affect the
10 functioning of the code. When I was developing code for Oracle Database, I frequently inserted
11 comments in the source code.

12 13. Both the database schema and the source code contain content, including
13 both comments and code, that is reproduced both when Oracle Database is installed and when an
14 existing installation of Oracle Database is reproduced.

15 14. At a high level, Oracle Database comprises millions of lines of code and a
16 very complex schema. The code and the schema are the result of millions of small-scale choices
17 like those described above, as well as larger-scale choices from high-level product architecture
18 and what features and functionality to offer to Oracle's users all the way down to how different
19 code files interrelate.

20 I declare under penalty of perjury that the foregoing is true and correct and that
21 this declaration was executed on 11 - SEPT, 2012 at Redwood Shores, California.

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24 _____
25 Mark Fallon
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